

B1 (Official Form 1) (04/13)

UNITED STATES BANKRUPTCY COURT Southern District of New York					VOLUNTARY PETITION				
Name of Debtor (if individual, enter Last, First, Middle): Quirky, Inc.					Name of Joint Debtor (Spouse) (Last, First, Middle):				
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):					All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):				
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 26-4362873					Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):				
Street Address of Debtor (No. and Street, City, and State): 606 West 28th Street, 7th Floor New York, NY <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 10001</div>					Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>				
County of Residence or of the Principal Place of Business: New York					County of Residence or of the Principal Place of Business:				
Mailing Address of Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>					Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>				
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>									
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding					
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:		Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.					
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.					Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).				
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.								THIS SPACE IS FOR COURT USE ONLY	
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000									
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion									
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion									

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Page 2

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Quirky, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See attached Schedule 1	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.) <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="text-align: center;"> _____ (Name of landlord that obtained judgment) </div> <div style="text-align: center;"> _____ (Address of landlord) </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

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Voluntary Petition

(This page must be completed and filed in every case.)

Name of Debtor(s):
Quirky, Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.


X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of Attorney*

X  _____
Signature of Attorney for Debtor(s)

Jeffrey L. Cohen

Printed Name of Attorney for Debtor(s)

Cooley LLP

Firm Name

The Grace Building, 1114 Avenue of the Americas
New York, NY 10036

Address

(212) 479-6000

Telephone Number

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Authorized Individual

Charles Kwalwasser

Printed Name of Authorized Individual

Chief Administrative Officer

Title of Authorized Individual

9/22/15

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____
Signature

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

RIDER 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the "Debtors") filed a petition in this Court for relief under chapter 11 of title 11 of the united States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Quirky, Inc.

1. Wink, Inc.
2. Undercurrent Acquisition LLC

**WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF QUIRKY, INC.**

The undersigned, being all of the directors of Quirky, Inc. (the "Company"), a Delaware corporation, having had a telephonic meeting on September 21, 2015 (the "Meeting"), hereby ratify and consent to the following resolutions adopted at the meeting:

WHEREAS, the Company was previously directed to formally engage certain professionals to advise the Company on the restructuring of the Company, including a Chapter 11 bankruptcy filing if advisable; and

WHEREAS, the Company was previously directed to conduct a process for the marketing and sale of substantially all or a portion of the assets of the Company and its affiliates; and

WHEREAS, the Company has reviewed the materials presented by its financial, legal, and other advisors and the directors of the Company have engaged in numerous and extensive discussions (including, without limitation, with management and professional advisors) regarding the Company's financial condition, including its liabilities and liquidity position, the strategic alternatives available to it, and the impact of the foregoing on the Company's business and operations; and

WHEREAS, the Company was previously directed to begin preparation for a Chapter 11 bankruptcy filing in order to make such a filing in the event a filing is advisable; and

WHEREAS, the Company has determined that it is desirable and in the best interests of the Company and its creditors, employees, and other interested parties that a petition be filed by the Company, seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

NOW, THEREFORE, BE IT

RESOLVED, that each of the Chief Executive Officer, Chief Administrative Officer, and any other officer or person designated and so authorized to act (each, an "Authorized Officer") on behalf of the Company be, and each hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to execute and verify the petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") at such time or in such other jurisdiction as the Authorized Officer executing the petition shall determine; and it is further

RESOLVED, that the law firm of Cooley LLP be, and hereby is, employed as attorneys for the Company under a general retainer in any such chapter 11 case, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that the law firm of Klestadt Winters Jureller Southard & Stevens LLP be, and hereby is, employed as conflicts counsel for the Company under a general retainer in any such chapter 11 case, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that Centerview Partners LLC be, and hereby is, employed as investment banker for the Company in any such chapter 11 case, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that Hilco IP Services LLC d/b/a Hilco Streambank be, and hereby is, employed as agent for the Company for purposes of monetizing the Company's intangible and intellectual property assets in any such chapter 11 case, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that the firm of FTI Consulting be, and hereby is, employed as financial advisor to assist the Company in the Company's chapter 11 case, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that Rust Consulting/Omni Bankruptcy be, and hereby is, employed as claims and noticing agents for the Company under a general retainer in any such chapter 11 case, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that the Company, by and through any Authorized Officer, is hereby authorized and instructed to make such arrangements and take such actions as it deems necessary or proper for the Company to use cash collateral as a debtor in possession under chapter 11 of the Bankruptcy Code; and it is further

RESOLVED, that the Company has determined that it is in the best interests of the Company to sell certain of its assets to Flextronics International USA Inc. ("Flextronics") or any entity or entities formed on its behalf to consummate such transaction in accordance with the Stalking Horse Agreement (as defined below); and it is further

RESOLVED, that the form, terms, and provisions of the proposed stalking horse asset purchase agreement (the "Stalking Horse Agreement") by and among Flextronics and its affiliates, in substantially the form reviewed by the Authorized Officers, are hereby approved, and the sale of certain assets of the Company and its affiliates pursuant to the terms set forth in the Stalking Horse Agreement be, and hereby is, authorized and approved; and it is further

RESOLVED, that in connection with the chapter 11 case, each Authorized Officer, and such other officers of the Company as the Authorized Officers shall from time to time designate, be, and each hereby is, authorized and empowered on behalf of and in the name of the Company, to cause the Company to take such actions and execute such documents as are necessary to effectuate a sale or sales of substantially all of the assets of the Company, in a manner determined by the Authorized Officer to represent the best interests of the Company and its creditors; and it is further

RESOLVED, that any Authorized Officer be, and hereby is, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts

and deeds that such Authorized Officer deems necessary, proper, or desirable in connection with the Company's chapter 11 case, with a view to the successful prosecution of such case; and it is further

RESOLVED, that any Authorized Officer and such other officers of the Company as the Authorized Officers shall designate from time to time, and any employees or agents (including counsel) designated by or directed by any such officers be, and each hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file, and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, and to take such other actions, as in the judgment of any such officer shall be or become necessary, proper, and desirable to effectuate the successful prosecution of the chapter 11 case; and it is further

RESOLVED, that each Authorized Officer be, and each hereby is, authorized and empowered on behalf of and in the name of the Company, to execute such consents of the Company, as such Authorized Officer considers necessary, proper or desirable to effectuate these resolutions, such determination to be evidenced by such execution or taking of such action; and it is further

RESOLVED, that the special committees previously established by the Board to oversee the transaction process and evaluate proposed transactions (i) related to the sale or merger of the Company's subsidiary, Wink, Inc. or substantially all of its assets, and take action (including retaining advisors in connection with the foregoing) on behalf of the Board related thereto; and (ii) involving the sale of the Company's assets not primarily related to the business of Wink, Inc., and take action (including retaining advisors in connection with the foregoing) on behalf of the Board related thereto, are hereby disbanded and shall have no further authority; and it is further

RESOLVED, that any and all past actions heretofore taken by any Authorized Officer or the directors of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of September 22, 2015.

DocuSigned by:

James Robinson

BD2A967672144C6

James D. Robinson IV

Joshua Goldman

Scott Weiss

Patrick Patnode

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of September 22, 2015.

James D. Robinson IV

Delegated by:

Joshua Goldman

Joshua Goldman

Scott Weiss

Patrick Patnode

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of September 22, 2015.

James D. Robinson IV

Joshua Goldman

DocuSigned by:

Scott Weiss

Scott Weiss

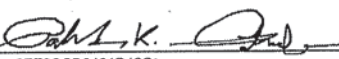
Patrick Patnode

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of September 22, 2015.

James D. Robinson IV

Joshua Goldman

Scott Weiss
DocuSigned by:



Patrick Pathode

Form B4 (Official Form 4) - (12/07)

Quirky, Inc., et al.**Debtors****Case No. (If known)****Form 4. CONSOLIDATED LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS****UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

Following is a list of the debtor's creditors holding the 30 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims. If a minor child is one of the creditors holding the 30 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
1 Flex Sales & Marketing North Asia Financial Park, Jalan Merdeka Unit 7 D, Main Tower Office, 87000, W.P.Labuan Mep: PCBA_Wuzhong_746 Malaysia	Flex Sales & Marketing North Asia Financial Park, Jalan Merdeka Unit 7 D, Main Tower Office, 87000, W.P.Labuan Mep: PCBA_Wuzhong_746 Malaysia	Trade debt				\$18,690,653.72
2 Undercurrent LLC Attn: Jonathan H. Steeler, Esq. Ryley, Carlock & Applewhite 1700 Lincoln St., Suite 3500 Denver, CO 80203	Undercurrent LLC Attn: Jonathan H. Steeler, Esq. Ryley, Carlock & Applewhite 1700 Lincoln St., Suite 3500 Denver, CO 80203	Convertible note, deferred payments				\$14,097,619.68
3 UPS P.O. Box 7247-0244 Philadelphia, PA 19170	UPS P.O. Box 7247-0244 Philadelphia, PA 19170	Trade debt				\$1,316,884.82
4 AdRoll Inc 972 Mission Street, 3rd Floor San Francisco, CA 94103	AdRoll Inc 972 Mission Street, 3rd Floor San Francisco, CA 94103	Trade debt				\$882,713.81
5 Eastfield Lighting (Hong Kong) Co., Ltd. US Room 05-15, 13A/F. South Tower, World Finance Centre Harbour City, 17 Canton Road Tsim Sha Tsui, Hong Kong	Eastfield Lighting (Hong Kong) Co., Ltd. US Room 05-15, 13A/F. South Tower, World Finance Centre Harbour City, 17 Canton Road Tsim Sha Tsui, Hong Kong	Trade debt				\$634,878.62
6 R/GA Branding 350 West 39th Street New York, NY 10018	R/GA Branding 350 West 39th Street New York, NY 10018	Trade debt				\$506,750.00

Form B4 (Official Form 4) - (12/07)

Quirky, Inc., et al.**Debtors****Case No. (If known)****Form 4. CONSOLIDATED LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS
(Continuation Sheet)**

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
7 Yellowhammer Media Group Inc. 111 West 28th Street Suite 2B New York, NY 10001	Yellowhammer Media Group Inc. 111 West 28th Street Suite 2B New York, NY 10001	Trade debt				\$476,187.23
8 Wistron NeWeb Corporation 21F No.88 Sec 1 Xintai 5th Rd. New Taipei City, Xizhi Dist. 22181 Taiwan	Wistron NeWeb Corporation 21F No.88 Sec 1 Xintai 5th Rd. New Taipei City, Xizhi Dist. 22181 Taiwan	Trade debt				\$399,327.12
9 DEL Industrial Ltd. 5/F, ChaiWan Industrial Centre 20 Lee Chung street Hong Kong	DEL Industrial Ltd. 5/F, ChaiWan Industrial Centre 20 Lee Chung street Hong Kong	Trade debt				\$313,297.62
10 Benjamin Kaufman 251 West 19th Street Apartment 8D New York, NY 10011	Benjamin Kaufman 251 West 19th Street Apartment 8D New York, NY 10011	Severance claim, community claim				\$296,311.56
11 Sercomm Corporation 8F, No. 3-1, YuanQu St. (Nankang Software Park) Taipei, 115 R.O.C. Taiwan	Sercomm Corporation 8F, No. 3-1, YuanQu St. (Nankang Software Park) Taipei, 115 R.O.C. Taiwan	Trade debt				\$210,125.71
12 OHL 15604 Collections Center Drive Chicago, IL 60693	OHL 15604 Collections Center Drive Chicago, IL 60693	Trade debt				\$206,671.00
13 Garthen Leslie garthen@aol.com Email: garthen@aol.com	Garthen Leslie garthen@aol.com Email: garthen@aol.com	Community claim				\$191,378.84
14 Doreen Lorenzo 1208 Verdant Way Austin, TX 78746	Doreen Lorenzo 1208 Verdant Way Austin, TX 78746	Severance claim				\$190,384.59

Form B4 (Official Form 4) - (12/07)

Quirky, Inc., et al.**Debtors****Case No. (If known)****Form 4. CONSOLIDATED LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS
(Continuation Sheet)**

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
16 Chinaming Limited Qinggan Industrial Area, No. 30 Xinghua Road, Dachong Town, Zhongshan City Guangdong Province, China China	Chinaming Limited Qinggan Industrial Area, No. 30 Xinghua Road, Dachong Town, Zhongshan City Guangdong Province, China China	Trade debt				\$166,447.01
17 NetSuite, Inc. 15612 Collections Center Drive Chicago, IL 60693	NetSuite, Inc. 15612 Collections Center Drive Chicago, IL 60693	Trade debt				\$133,813.68
18 Double D International 915#, Shenzhen University-Town Park, Lishan Road, Nanshan District Shenzhen, Guangdong Province Hong Kong	Double D International 915#, Shenzhen University-Town Park, Lishan Road, Nanshan District Shenzhen, Guangdong Province Hong Kong	Trade debt				\$131,527.07
18 Okaywife Daily Necessities Co. Federal Industrial City No. 363 Yu Shan Xi Road Shiqiao, Panyu, Guangzhou China	Okaywife Daily Necessities Co. Federal Industrial City No. 363 Yu Shan Xi Road Shiqiao, Panyu, Guangzhou China	Trade debt				\$121,162.05
19 PriceWaterhouseCoopers 300 Madison Ave #24 New York, NY 10017	PriceWaterhouseCoopers 300 Madison Ave #24 New York, NY 10017	Trade debt				\$120,000.00
20 ZenDesk 989 Market St. Suite 300 San Francisco, CA 94103	ZenDesk 989 Market St. Suite 300 San Francisco, CA 94103	Trade debt				\$119,262.00
21 AT&T PO BOX 6463 Carol Stream, IL 60197-6463	AT&T PO BOX 6463 Carol Stream, IL 60197-6463	Trade debt				\$118,905.85

Form B4 (Official Form 4) - (12/07)

Quirky, Inc., et al.**Debtors****Case No. (If known)****Form 4. CONSOLIDATED LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS
(Continuation Sheet)**

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
22 German Link Attn: Cary Zhang 608, 6/FL., Fook Hong Industrial Building 19, Sheung Yuet Rd. Kowloon Bay Hong Kong	German Link Attn: Cary Zhang 608, 6/FL., Fook Hong Industrial Building 19, Sheung Yuet Rd. Kowloon Bay Hong Kong	Trade debt				\$107,103.61
23 Cowan Liebowitz & Latman Attn: Steven D. Underwood, Esq. 1133 Avenue of the Americas New York, NY 10036-6799	Cowan Liebowitz & Latman Attn: Steven D. Underwood, Esq. 1133 Avenue of the Americas New York, NY 10036-6799	Trade debt				\$99,780.80
24 SailThru 160 Varick St 12th Floor New York, NY 10013	SailThru 160 Varick St 12th Floor New York, NY 10013	Trade debt				\$98,245.50
25 LJM Consultants PO Box 262 West Islip, NY 11795	LJM Consultants PO Box 262 West Islip, NY 11795	Trade debt				\$83,337.95
26 Nesco Resource 15 British American Blvd Latham, NY 12110	Nesco Resource 15 British American Blvd Latham, NY 12110	Trade debt				\$80,000.00
27 Guang Dong Xinbao Electrical Appliances Holdings Co., Ltd South Zhenghe Road, Leliu Town Shunde District, Foshan City Guangdong Province China	Guang Dong Xinbao Electrical Appliances Holdings Co., Ltd South Zhenghe Road, Leliu Town Shunde District, Foshan City Guangdong Province China	Trade debt				\$76,950.00
28 Stratasys Inc 7665 Commerce Way Eden Prairie, MN 55344	Stratasys Inc 7665 Commerce Way Eden Prairie, MN 55344	Trade debt				\$74,862.91
29 Silverchair Partners 590 Madison Avenue 18th Floor New York, NY 10022	Silverchair Partners 590 Madison Avenue 18th Floor New York, NY 10022	Trade debt				\$70,189.66

Quirky, Inc., et al.

Debtors

Case No. (If known)

**Form 4. CONSOLIDATED LIST OF CREDITORS HOLDING 30 LARGEST UNSECURED CLAIMS
(Continuation Sheet)**

Name of creditor and complete mailing address, including zip code.	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM (if secured also state value of security)
30 Fusco Personnel, Inc. 4 Executive Park Dr. Suite B Albany, NY 12203	Fusco Personnel, Inc. 4 Executive Park Dr. Suite B Albany, NY 12203	Trade debt				\$68,658.67

**DECLARATION UNDER PENALTY OF PERJURY
REGARDING CONSOLIDATED LIST OF CREDITORS**

Pursuant to 28 U.S.C. § 1746, I, Charles Kwalwasser, the undersigned General Counsel, Chief Administrative Officer, and Secretary declare under penalty of perjury that I have reviewed the Consolidated List of Creditors Holding 30 Largest Unsecured Claims and it is true and correct to the best of my information and belief.

Dated: September 22, 2015

By: /s/ Charles Kwalwasser

Charles Kwalwasser

General Counsel, Chief Administrative Officer and
Secretary